#### Exhibit C

Citibank Approval Memo, dated May 24, 2012

# Case:17-03283-LTS Doc#:8288-3 Filed:07/26/19 Entered:07/26/19 16:05:44 Desc: Exhibit C Page 2 of 7

From: u=ICG-GTS/O=SALOMON/OU=NAM/CN=RECIPIENTS/CN=0000390638 on behalf of "Badillo, Luis F

[ICG-GTS]" <lb90638@imcnam.ssmb.com>

**Sent:** Thu, 24 May 2012 10:00:07 -0400 (EDT)

To: "Febles, Thelma [ICG-GTS]" <tf21998@imcnam.ssmb.com>

Cc: "Faria, Renato [ICG-GTS]" < RD50891@imcla.lac.nsroot.net>; "Trigo, Esteban [ICG-GTS]"

<et67577@imcnam.ssmb.com>; "Gavin, John C [ICG-MRKTS]"<jg08241@imcnam.ssmb.com>; "Cardenas,

Giovanna [ICG-GTS]"<gc95338@imcla.lac.nsroot.net>; "Hopkins, Steven [ICG-

GTS]"<sh19234@imcnam.ssmb.com>; "Ayala, Abigail [ICG-GBKG]"<aa33177@imcnam.ssmb.com>;

"Cotto, Reinaldo [ICG-GTS]"<rc68102@imcnam.ssmb.com>; "Aviles, Diana [ICG-

GTS]"<da78526@imcnam.ssmb.com>; "Duran, Millie [LTM-RISK]"<md67700@imcnam.ssmb.com>

Subject: RE: PREPA Summary - Puerto Rico

Show

Time Free

As:

#### Hello Thelma:

Thank you very much for all your help. Your support during the GDR process was key to obtain approval for this important trade transaction. Please note that we're working with the EDAC team to also obtain ICG EDAC approval for this transaction. Once the EDAC process is completed we will be in a position to send the term sheet to PREPA. In the meantime I will continue to work in the term sheet and send a draft for internal discussions. Thanks

Regards,

Luis

From: Fontana, Thomas [ICG-GTS]
Sent: Wednesday, May 23, 2012 1:01 PM

To: Febles, Thelma [ICG-GTS]; Trigo, Esteban [ICG-GTS]; Badillo, Luis F [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Cardenas, Giovanna

Cc: Faria, Renato [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Vorona, Marcia [ICG-GTS]

Subject: RE: PREPA Summary - Puerto Rico

I am supportive.

Best regards, Tom Fontana CTS Chief Risk Officer Office (212) 816-4986 Cell (646) 371-7274

From: Febles, Thelma [ICG-GTS]

Sent: Wednesday, May 23, 2012 11:33 AM

To: Trigo, Esteban [ICG-GTS]; Badillo, Luis F [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Cardenas, Giovanna [ICG-GTS]

Cc: Faria, Renato [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Fontana, Thomas [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Vorona, Marcia [ICG-GTS]

Subject: FW: PREPA Summary - Puerto Rico

Dear all,

I hereby confirm approval details for this transaction, pls use this email as the GDR and GTS EDAC approval,

Client: PREPA

ORR 4+

Amount: up to 250MM total Trade Facility tenor 18 months

Tenor: 9 months Trade advances

Txn RORC: 78.93 % Rel RORC: 84.49 %

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#### Case:17-03283-LTS Doc#:8288-3 Filed:07/26/19 Entered:07/26/19 16:05:44 Desc Exhibit C Page 3 of 7

RORWA: 17.46 % Pricing: L + 170 bps Hold: CAP of 200MM,

commitment to sell amt above the 200MM

John Ahearn approval, see email bellow

- For this renewal we approved 18 months with 9 months advances the next renewal we will reduce the advances to 6 months of the cash conversion cycle of the company whichever is shorter.
- Trade will not hold more than 200 million. Any amount above 200 million will either be sold down or booked in CLP as a separate facility."

At renewal of facility tenor of advances go down to 6 months, however at that point (in 18month) we will present to GDR for approval confirmation in case we need to submit approval request for any different than approved,

Thanks to all, should you have any questions pls let us know,

Regards Thelma

From: Karako, Keith [ICG-GTS]

Sent: Wednesday, May 23, 2012 11:19 AM

**To:** Febles, Thelma [ICG-GTS] **Cc:** Wu, Maikang [ICG-GTS]

Subject: RE: PREPA Summary - Puerto Rico

OK, 18 month facility with two 9 month advances, after that up to 6 months.

Keith

From: Febles, Thelma [ICG-GTS]
Sent: Wednesday, May 23, 2012 11:13 AM

To: Karako, Keith [ICG-GTS]

Subject: FW: PREPA Summary - Puerto Rico

From: Ahearn, John [ICG-GTS]
Sent: Tuesday, May 22, 2012 4:01 PM

To: Febles, Thelma [ICG-GTS]; Moore, Jack [ICG-GTS]; Karako, Keith [ICG-GTS]

Cc: Faria, Renato [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Badillo, Luis F [ICG-GTS]; Cardenas, Giovanna [ICG-GTS]; Trigo, Esteban [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Fontana, Thomas [ICG-GTS]

Subject: RE: PREPA Summary - Puerto Rico

All

To clarify the following was approved.

- 3) For this renewal we approved 18 months with 9 months advances the next renewal we will reduce the advances to 6 months or the cash conversion cycle of the company whichever is shorter.
- 4) Trade will not hold more than 200 million. Any amount above 200 million will either be sold down or booked in CLP as a separate facility.

Please let me know if you have any questions

Regards John

From: Febles, Thelma [ICG-GTS]
Sent: Tuesday, May 22, 2012 2:55 PM

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# Case:17-03283-LTS Doc#:8288-3 Filed:07/26/19 Entered:07/26/19 16:05:44 Desc: Exhibit C Page 4 of 7

To: Moore, Jack [ICG-GTS]; Karako, Keith [ICG-GTS]

Cc: Faria, Renato [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Badillo, Luis F [ICG-GTS]; Cardenas, Giovanna [ICG-GTS]; Trigo, Esteban [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Ahearn, John [ICG-GTS]; Fontana, Thomas [ICG-GTS]

Subject: RE: PREPA Summary - Puerto Rico

Apologies should read: trade advances 9 months tenor Facility 18 months tenor

From: Febles, Thelma [ICG-GTS]
Sent: Tuesday, May 22, 2012 2:46 PM

To: Moore, Jack [ICG-GTS]; Karako, Keith [ICG-GTS]

Cc: Faria, Renato [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Badillo, Luis F [ICG-GTS]; Cardenas, Giovanna [ICG-GTS]; Trigo, Esteban [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Ahearn, John [ICG-GTS]; Fontana, Thomas [ICG-GTS]

Subject: RE: PREPA Summary - Puerto Rico

Jack.

Keith raised Regional request to John and Renato as well reviewed with John and John approved CAP of 200MM for 9 months tenor and any excess over 200M to be sold or booked in CLP, however we agreed to maintain 250MM within Trade and sell difference as per request in original GDR call.,

(pls see bellow email send by Renato copying John confirming approval to CAP at 200MM 9 months tenor in Trade

Also pls let me correct facility Tenor must read 18months with Trade advances 90 days Tenor

Regards Thelma

From: Moore, Jack [ICG-GTS]

Sent: Tuesday, May 22, 2012 12:49 PM

To: Febles, Thelma [ICG-GTS]; Karako, Keith [ICG-GTS]

**Cc:** Faria, Renato [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Badillo, Luis F [ICG-GTS]; Cardenas, Giovanna [ICG-GTS]; Trigo, Esteban [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Ahearn, John [ICG-GTS]; Fontana, Thomas [ICG-GTS]; Moore, Jack [ICG-GTS]

Subject: RE: PREPA Summary - Puerto Rico

Thelma,

Would you mind attaching the approval emails referred to? Last I knew the decision was to cap Citi's hold at \$180. Even at this reduced level, it's a CTS RAAC exception, hence copying Tom.

Regards, Jack

From: Febles, Thelma [ICG-GTS]
Sent: Tuesday, May 22, 2012 9:33 AM

To: Karako, Keith [ICG-GTS]

**Cc:** Faria, Renato [ICG-GTS]; Gavin, John C [ICG-MRKTS]; Badillo, Luis F [ICG-GTS]; Cardenas, Giovanna [ICG-GTS]; Trigo, Esteban [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Wu, Maikang [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]; Moore, Jack [ICG-GTS]; Ahearn, John [ICG-GTS]

Subject: FW: PREPA Summary - Puerto Rico

Keith, transaction presented in GDR tabled for further review,

As per conversations and mails coursed with you, John Ahearn and Regional Team, based on discussions with PR local Team and Public Sector Head we agreed on the following structure that is acceptable to the client and guidelines you provided.

We request formal GDR approval for:

Client: PREPA

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## Case:17-03283-LTS Doc#:8288-3 Filed:07/26/19 Entered:07/26/19 16:05:44 Desc: Exhibit C Page 5 of 7

ORR 4+

Amount: up to 250MM total Trade Facility tenor 18 months

Tenor: 9 months Trade advances

Txn RORC: 78.93 %
Rel RORC: 84.49 %

RORWA: 17.46 %

Pricing: L + 170 bps
Hold: CAP of 200MM,

commitment to sell amt above the 200MM

Regards

Thelma

From: Faria, Renato [ICG-GTS]
Sent: Friday, May 18, 2012 4:57 PM
To: Febles, Thelma [ICG-GTS]
Cc: Ahearn, John [ICG-GTS]
Subject: RE: PREPA

Ok .. go ahead keep 200mm in Trade and the rest in CLP ...

From: Febles, Thelma [ICG-GTS]
Sent: Monday, May 14, 2012 5:30 PM

To: Karako, Keith [ICG-GTS]

Cc: Faria, Renato [ICG-GTS]; Hopkins, Steven [ICG-GTS]; Cardenas, Giovanna [ICG-GTS]; Badillo, Luis F [ICG-GTS]; Vorona, Marcia [ICG-GTS]; Paternostro, Giuseppe [ICG-GTS]

Subject: FW: PREPA Summary - Puerto Rico

Keith, pls provide your feedback on approval or would like to schedule a call to review this transaction that was tabled in GDR last week, and have added additional detail as per your request. Renato has provided Regional approval.

There's strong credit appetite for PREPA's assets in the local banking industry. Recently Scotiabank approved to PREPA a \$500M facility for supplier payments financing and working capital needs. Last year and due to the strong competition from Scotiabank and other local banks we reduced pricing to LIBOR + 170 bps. Also, in the past we were approached by Banco Popular and Banco Santander to participate in our trade finance facility. Another bank that has demonstrated interest in PREPA is BBVA."

We want to maintain this transaction in Trade as it is clear that we are at risk of losing this to competitors or will be forced to book in CLP if we cannot get GDR approval

Transaction Summary:

Facility Tenor: 18 months (previous facility was 12 months, 9 months (previous was 12 months, as per Keith's request tenor should not exceed 180 days) ORR/FRR: 4+

Bellow market read feedback on the sale of 60MM as requested provided by Marcia

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## Case:17-03283-LTS Doc#:8288-3 Filed:07/26/19 Entered:07/26/19 16:05:44 Desc: Exhibit C Page 6 of 7

"Most banks (mainly Japanese) which would have appetite for the full amount or very close to it (around \$50 - \$60MM) indicated a margin between L+175 to 200 bps for 180 days and L+200-225 for 270 days. Other banks which would have smaller capacity being able to take between \$5 and \$10MM indicated between L+125 to 150 bps for 180 days and L+150 to 175 for 270 days. In this sense, there certainly is appetite but at L+170 bps we might make it only for the 180 days tenor and would most likely need a margin closer to 200 bps for the 270 days. Most banks would require their participation to be disclosed."

#### Summary on client:

Puerto Rico Electric Power Authority (PREPA) is the electric energy provider company in Puerto Rico. PREPA is an independent governmental entity of the Commonwealth of Puerto Rico. The company produces electric energy from its own power plants and also acquires it from independent generating power plants and renewable energy projects. We're requesting approval to renew this \$260M trade finance transaction. This transaction was originally approved in 2010 for \$200M and increased last year to the existing \$260M. Currently, we have \$200M in outstanding balance due on July 12, 2012 (maturity date of existing trade finance facility). The \$260M trade finance facility will continue to be used to finance payments to fuel suppliers and independent energy providers. As part of this renewal we're allowing that facility will be also used to finance suppliers payments related to others PREPA's current operating expenses.

In addition, we're requesting to increase the facility maturity date from 12 months to 18 months but limit advance tenor for up to 9 months. Facility will be subject to a credit review every 9 months in which the Bank will have the option to continue to leave the facility available to PREPA for new drawdowns. Nevertheless, advances will be due or fully repaid on or before their original tenor periods. Pricing will continue to be based on LIBOR + 170 bps. Outstanding balance should be reduced at any time with proceeds of accounts receivable collections. Advances under the trade finance facility will be considered by PREPA as current expenses proving priority claim over bondholders and other creditors. Advance requests will be evidenced with unpaid requisition invoices and suppliers payments will be originated from PREPA's operating account at Citi Puerto Rico.

<<05-08 GDR Prepa (Revised).xls>>

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Trade Services	New Deal	☐ Cha	GLOBAL TRAD	Dale Emal Approvat 7	☐ TTS EDAC		Supply Chain Finance
✓ Trade Finance  Deal Review Date:	Renewal 5/22/2012	Target Commitme		✓ Greenlight 5/31/2012	Trade OLE  Date of Closing:		LOC 6/30/2012
	I. TRADE BASIC D			AL INFORMATION			
Sponsoring Unit Cou			Rico: PRI Puerto Rico Branch	Client's ORR		4+ 4+	
Booking Entity (Lega Client Name (Standar		Puerto Rico Electri		Obligor's ORR Classification			'ass
AMC ONLY)		Tueste rade Electric	or ewer riamenty				400
GFCID / CAGID	(2: 1.1	1000770589	/ 1000770589	FRR			4+
	If Sub, provide Parent Name (Standard Client Name from AMC ONLY)		N/A	Parent ORR			
Parent Region / Cour	Parent Region / Country		/		XB Exposure? (Y/N)		No
Parent GFCID / CAGI	D	land of Electrica	/ most Financing		Obligor's XBRR / SFCR Currency		/ JSD
Deal Type GIIPS / Eurozone Exp	oosure?	Import Financing	Import i mancing		Tenor (Facility / Recv)		/ 9 Months
Last GDR Date / Approval Status		7/12/2011	/ Approved	Credit Enhancements	<u>,                                      </u>	18 Months	
Facility Size (in LCY	/ USD Equivalent)	\$250MM	/ \$250MM	GAAP/Basel II RWA	Assets (USD)	\$250MM	/ \$250MM
Commitment ( C/U   A		Un-Committed		Governing Law:		Puerto Rico and Ne	ew York
parent company give	unterparties in this dea	ction? N/A				☐ Yes	S No
If Yes, Corporate-Cha	credit exposure to a C in Affiliate's Name:	Sorp-Chain Affiliate	•	Affiliate (i.e., a 23A co	vered transaction)?	☐ Yes	S 🗸 No
Puerto Rico Electric Po	ower Authority (PREPA)	is the electric energy			s an independent govern	nmental entity of the	Commonwealth of
We're requesting apprayer to \$260M. Currer continue to be used to suppliers payments rel In addition, we're requereview every 9 months repaid on or before the accounts receivable co	pany produces electric e oval to renew the trade fi ntty, we have \$200M in o finance payments to fue ated to others PREPA's esting to increase the fac in which the Bank will ha ir original tenor periods. ollections. Advances uncuests will be evidenced	inance transaction a outstanding balance of el suppliers and inder current operating ex cility maturity date fro ave the option to cor Pricing will continue der the trade finance	vailable to PREPA for due on July 12, 2012 ( pendent energy provid penses.  om 12 months to 18 m  nitinue to leave the fac  to be based on LIBO  facility will be conside	\$250M. This transaction maturity date of existing ers. As part of this renormal to the control on this but limit advance the properties of the control of th	on was originally approve g trade finance facility). ewal we're allowing that tenor for up to 9 months for new drawdowns. Nothing balance should be reent expenses proving prient	ed in 2010 for \$200M The \$250M trade fin facility will be also us s. Facility will be sub evertheless, advance duced at any time vority claim over bond	M and increased last ance facility will sed to finance bject to a credit es will be due or fully with proceeds of dholders and other
period of nine months.	proval (if applicable): F Also, facility will be subj has already provided po	ject to a credit review	w every nine months in al indicative.				
Implementation		Resources	III. IO	Structured Final	nce Policy		Anti-Tying
Infrastructure Please check any of t	the boxes above that a	Product	tate the details of the	Tax Policy	. N/A		Trade RAAC
-							
	n require any manual/no ents, additional FTEs o				rom Ops heads.		Yes 🗸 No
If not, please state th first exception is that a needs. We feel comfo to demand payment of majority of suppliers pa creditors as they are c The second exception account at Citi Puerto	ance with the 2012 Trate exception, the risk ar dvances tenor will be up trable to provide such te any outstanding balance ayments are met with interpretable to provide current expensis that payments to supprice. Advances request tigants, we are comforta e have with PREPA.	nd mitigant, and rat to 270-days. PREF nor as this facility is b. Also, PREPA has ernal cash flow geneses. Bliers will be made by its will be evidenced be to allow this excellent.	tionale for the except A requested this teno uncommitted. Also, the a strong cash generaration. In addition, ad y PREPA not the Bank by unpaid invoices and eption due to the strong the exception due to the e	tion.  r to align advances tenne credit agreement has attion cycle capable to m vances under the trade.  This is mitigated due d registered payment in: g return (RORC 78.93%)	s established a series of leet its short-term financi- finance facility have prior to the fact that payment structions in Citidirect.	Events of Default the ing needs. This is exprite claims over bon as will be originated for the control of the c	The ion cycle and liquidity in give Citi the right videnced as the dholders and others orm a PREPA
			IV. ASSET OPTIMIZA	TION INFORMATION			
PREPA by providing a in our trade finance tra	pe Sold/Participated/De dditional credit facilities to nsaction. Another banki on. Our strategy will be	o finance suppliers p ing institution interes	payments. Last year v ted in PREPA's asset Il above \$200M.	ve were approached by	Banco Popular and Ban	co Santander intere	sted in participating
		78.93%		Trade Deal Revenue Next 12 Months		\$3,400,000	
		84.49%		Total Deal Revenue Next 12 Months		\$3,400,000	
Client Relationship RORC: RoRWA under Basel II [NI/(10.5% x RWA)]		84.49% 17.46%		Last 12 Months Client Trade Revenue		\$2,300,000	
Detail description of	- ,	17.40%					
LIBOR + 170 bps.							
What expenses are w	e picking up related to	this transaction?	(Legal, due diligence	e, insurance, 3rd party	processing, etc) No	ne	
What is the country's					SOR and no Liquidity P	remium	
	funding cost for the tr			•			
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